

ATLANTIA S.P.A. BOARD OF DIRECTORS' REPORT CONCERNING ITEM 1) ON THE AGENDA OF THE ORDINARY PART OF THE GENERAL MEETING TO BE HELD ON 28 APRIL 2021 ON SINGLE CALL:

“FINANCIAL STATEMENTS 2020:

A. APPROVAL OF ATLANTIA S.P.A.'S FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31 DECEMBER 2020 ACCOMPANIED BY THE REPORTS OF THE BOARD OF STATUTORY AUDITORS AND OF THE INDEPENDENT AUDITOR. PRESENTATION OF THE ANNUAL INTEGRATED REPORT AND THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31 DECEMBER 2020. RELATED AND RESULTING RESOLUTIONS.

B. ALLOCATION OF THE FINANCIAL YEAR RESULT; RELATED AND RESULTING RESOLUTIONS”

A. APPROVAL OF ATLANTIA S.P.A.'S FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31 DECEMBER 2020 ACCOMPANIED BY THE REPORT OF THE BOARD OF STATUTORY AUDITORS AND THE INDEPENDENT AUDITOR. PRESENTATION OF THE ANNUAL INTEGRATED REPORT AND THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31 DECEMBER 2020. RELATED AND RESULTING RESOLUTIONS.

Dear Shareholders

The Board of Directors of the Company on 11 March 2021 approved the draft financial statements for the year ended on 31 December 2020 that shows a loss equal to Euro 29,153,456.

During the same meeting, the Board of Directors approved the consolidated financial statements for the year ended on 31 December 2020.

Atlantia, with a view to increasing and improving the disclosure of information made available to the stakeholders, has started in the year 2020 a process to integrate the financial and non-financial accounting that allowed the Company to publish the first Group Annual Integrated Report.

Abiding to the principle of information connectivity, the Annual Integrated Report pursuit the goal to provide a complete representation of the financial and non- financial performance of Atlantia and its entire Group in a transparent manner, taking into account the context in which they operates, the strategies adopted, the main risks to which they are exposed, and the corporate governance structure and remuneration policies adopted by the holding company.

Atlantia's Annual Integrated Report includes the consolidated non-financial information disclosure 2020 pursuant to Legislative Decree No. 254/2016 that transpose the Directive 2014/95/EU regarding disclosure of non-financial information.

The draft financial statements for the year ended on 31 December 2020 accompanied by the reports of the Board of Statutory Auditors and of the Independent Auditor, the consolidated financial statements

for the year ended on 31 December 2020 together with the attestation of the manager responsible for Atlantia SpA's financial reporting pursuant to art. 154-*bis*, paragraph 5, of the CFA and the Annual Integrated Report 2020 will be made available to the public at the Company's office in Rome, via Alberto Bergamini n.50, on the Company's website (<https://www.atlantia.it/en/investors/general-meetings>) and on the authorized storage platform 1Info (www.1Info.it) in accordance with the deadlines required by law.

In view of the foregoing, the Board of Directors invites the Shareholder's Meeting to adopt the following resolution:

"The Ordinary Shareholders' Meeting of Atlantia S.p.A.:

- *having examined the financial statements for the year ended on 31 December 2020 accompanied by the reports of the Board of Statutory Auditors and of the Independent Auditor;*
- *having taken into account the consolidated financial statements for the year ended on 31 December 2020 accompanied by the reports of the Board of Statutory Auditors and of the Independent Auditor;*
- *having taken into account the Annual Integrated Report 2020 and the other documents related to the financial statements*

Resolves

to approve the financial statements for the year ended on 31 December 2020."

B. ALLOCATION OF THE FINANCIAL YEAR RESULT. RELATED AND RESULTING RESOLUTIONS

Dear Shareholders,

with reference to the results achieved You are invited to adopt the following resolution:

"The Ordinary Shareholders' Meeting of Atlantia S.p.A.:

Resolves

to approve the proposal submitted by the Board of Directors to cover the loss reported with reference to the financial year 2020, equal to euro 29,153,456 by means of the distributable "Retained earnings" reserve having an overall amount Euro 2,331,776,293."

Rome, 11 March 2021

Atlantia S.p.A.

For the Board of Directors
The Chairman
Mr Fabio Cerchiai